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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**Current Report**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 12, 2013**

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**TREX COMPANY, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**001-14649**  
(Commission  
File Number)

**54-1910453**  
(I.R.S. Employer  
Identification Number)

**160 Exeter Drive**  
**Winchester, Virginia**  
(Address of principal executive offices)

**22603-8605**  
(Zip Code)

**(540) 542-6300**  
(Registrant's telephone number, including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

**Departure of William A. Andrews**

On February 12, 2013, William A. Andrews, whose current term of service on the Board of Directors (the “Board”) of Trex Company, Inc. (the “Company”) expires on the date of the Company’s annual meeting of stockholders on May 1, 2013, informed the Board of his decision not to stand for re-election. Mr. Andrews is the Chairman of the Board’s Compensation Committee and serves on the Board’s Nominating / Corporate Governance Committee.

**Appointment of Michael F. Golden**

On February 12, 2013, the Board of the Company appointed Michael F. Golden as a director to fill the directorship vacancy on the Board of Directors that will be created when Mr. Andrews retires. Mr. Golden was appointed to the class of directors whose term of office expires at the annual meeting of stockholders in 2013. Pursuant to the Company’s Amended and Restated 1999 Incentive Plan for Outside Directors (the “Incentive Plan for Outside Directors”), Mr. Golden received 2,355 stock appreciation rights, valued at \$55,000, with the grant price being equal to the closing stock price of the Company’s stock on February 12, 2013. Mr. Golden will also receive compensation for service on the Board of Directors and any committees pursuant to the Incentive Plan for Outside Directors. The Incentive Plan for Outside Directors was amended and restated as of July 24, 2012, and filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2012.

A copy of the press release announcing the appointment of Mr. Golden to the Board of Directors is furnished as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Trex Company herewith files the following exhibits:

<u>Exhibit Number</u>	<u>Description of Exhibit</u>
99.1	Press release dated February 14, 2013 announcing the retirement of William A. Andrews as a director of Trex Company, Inc., and the appointment of Michael F. Golden as a director of Trex Company, Inc.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TREX COMPANY, INC.

Date: February 14, 2013

/s/ Ronald W. Kaplan

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Ronald W. Kaplan  
Chairman, President and Chief Executive Officer  
(Duly Authorized Officer)



FOR IMMEDIATE RELEASE

Contact:

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Chief Financial Officer  
540-542-6300

Harriet Fried  
LHA  
212-838-3777

**Trex Company Appoints Michael F. Golden to Board of Directors**

***Board Member William F. Andrews to Retire***

WINCHESTER, Va.—(BUSINESS WIRE)—February 14, 2013—Trex Company, Inc. (NYSE: TREX), the world's largest manufacturer of wood-alternative decking and railing products, today announced the appointment of Michael F. Golden to its board of directors.

Mr. Golden, 59, served as the president and chief executive officer of Smith & Wesson Holding Corporation from 2004 until his retirement in 2011. He continues to serve as co-vice chairman of the board of that company.

Mr. Golden was employed in various executive positions with the Kohler Co. from 2002 until joining Smith & Wesson in 2004, most recently serving as president of Kohler's Cabinetry Division. Mr. Golden has also served in executive capacities for the Stanley Works Company and Black & Decker Corporation.

Ronald W. Kaplan, chairman, president and CEO of Trex, commented, "Michael's distinguished career and his demonstrated expertise in introducing high-quality products, expanding market reach, and leveraging opportunities related to strong brands will all be extremely valuable to Trex. We are delighted to welcome Michael to Trex's board and look forward to his contributions as we continue our drive to elevate our portfolio of outdoor living products and increase our market-leading share."

In addition to his service on the board of Smith & Wesson, Mr. Golden also serves on the board of Infinity Resources Holding Corporation.

Mr. Golden earned a Bachelor of Science in marketing from Pennsylvania State University and a Master's of Business Administration from Emory University.

Trex Company also announced that William F. Andrews will retire from the board of directors effective as of the date of the company's 2013 annual meeting of stockholders on May 1, 2013. Mr. Andrews has been a member of Trex's board since the company's initial public offering in 1999.

Mr. Kaplan stated, “The entire board joins me in thanking Bill for his innumerable contributions as one of our founding independent board members. His vision, judgment and experience have been invaluable over the years.”

### **About Trex Company**

Trex Company is the world’s largest manufacturer of wood-alternative decking and railing, with more than 20 years of product experience. Stocked in more than 6,000 retail locations throughout the world, Trex® outdoor living products offer a wide range of style options with fewer ongoing maintenance requirements than wood, as well as a truly environmentally responsible choice. For more information, visit [trex.com](http://trex.com).